

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 2084

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING ASSUMPTION
AND ASSIGNMENT OF AUBURN LEASE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”),² pursuant to which, among other things, the Debtors sold substantially all of

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not defined herein are defined in the Sale Order.

their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including “Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

2. KIN Properties (“**Landlord**”), as landlord, and Big Lots Stores, LLC, as lessee, are parties to a lease for non-residential real property located at 416 Southbridge St., Auburn, MA 01501 (the “**Lease**”).

3. In furtherance of the Designation Rights, GBRP notified the Debtors of its determination to designate the Lease on February 20, 2025. Pursuant to that notice, the Debtors filed the *Notice of Filing of Twelfth Post-Closing Designation Notice* [D.I. 2084] (the “**Notice**”).

4. On March 12, 2025, the Landlord filed the *Objection and Reservation of Rights of Kin Properties Inc. and its Affiliated Landlords to Debtors’ Proposed Assumption and Assignment of Lease* [D.I. 2212] (the “**Objection**”) objecting to the assignment of the Lease to TT&L Realty. GBRP, TT&L Realty, and the Debtors were unable to resolve the Objection in a mutually agreeable manner with the Landlord. Thereafter, GBRP, the Debtors, the Landlord and Ocean State Job Lots of MA2025, LLC (“**OSJL**”) agreed on the assignment of the Lease to OSJL.

5. The Debtors, GBRP, OSJL and the Landlord have negotiated a revised form of order approving the assumption and assignment of the Lease to OSJL (the “**Revised Proposed Order**”), attached hereto as **Exhibit 1**.

6. A redline comparing the Revised Proposed Order to the proposed form of order filed with the Notice is attached as **Exhibit 2** hereto.

7. The Debtors, GBRP, OSJL and the Landlord have reviewed the Proposed Order and have agreed to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: May 29, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Brianna N. V. Turner
Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Casey B. Sawyer (No. 7260)
Brianna N. V. Turner (No. 7468)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
csawyer@morrisnichols.com
bturner@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
Kevin L. Winiarski (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
ethan.stern@davispolk.com
kevin.winiarski@davispolk.com

Counsel to the Debtors and Debtors in Possession